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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
:
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653(KRH)
et al.,¹ :
:
Debtors. : Jointly Administered
- - - - - x

**SUPPLEMENTAL DECLARATION OF DOUGLAS M. FOLEY PURSUANT TO
BANKRUPTCY RULES 2014 AND 2016 IN SUPPORT OF APPLICATION TO
EMPLOY AND RETAIN MCGUIREWOODS LLP AS ATTORNEYS FOR THE
DEBTORS PURSUANT TO 11 U.S.C. §§ 327(a) AND 329**

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for the Debtors is 4951 Lake Brook Drive, Suite 500, Glen Allen, VA 23060.

I, DOUGLAS M. FOLEY declare that:

1. I am a partner of the firm of McGuireWoods LLP, which maintains an office for the practice of law at One James Center, 901 East Cary Street, Richmond, Virginia 23219-4030, among others. I am a member in good standing of the bars of, and I am admitted to practice in, the Commonwealth of Virginia and the States of North Carolina and New York.

2. On November 20, 2008 Dion W. Hayes submitted a declaration (the "Declaration") pursuant to 11 U.S.C. §§ 327 and 329 and Fed. R. Bankr. P. 2014 and 2016 in support of the Application to Employ and Retain McGuireWoods LLP (the "Firm") as Attorneys for the Debtors Pursuant to 11 U.S.C. §§ 327(a) and 329 (the "Application"), which is incorporated herein by reference.

3. On December 8, 2008, this Court entered an order authorizing the above-captioned debtors and debtors in possession (collectively, the "Debtors") to employ and retain McGuireWoods LLP as their bankruptcy counsel.

4. As set forth in the Application and the Declaration, the Firm has continued to review its past and present relationships with entities materially participating in these bankruptcy cases and has performed

additional searches of its client and conflict databases with respect to entities and other parties in interest that have participated, appeared or filed formal notices of appearance in these bankruptcy cases, a list of which is attached hereto as Exhibit A (collectively, the "Additional Parties in Interest"). By this Supplemental Declaration, I am supplementing the Declaration based upon the searches conducted with respect to the Additional Parties in Interest.

5. Except as otherwise indicated, I have personal knowledge of the matters set forth herein and if called as a witness, would testify competently thereto. However, certain of the disclosures herein relate to matters within the knowledge of other attorneys or personnel at the Firm and are based on information provided by them.

6. Based on client database queries regarding the Additional Parties in Interest set forth on Exhibit A, I have determined that the Firm currently represents or has represented in the past the following Additional Parties in Interest (or their affiliates), each of which is or may be a creditor or other party in interest in the Debtors' cases, in matters unrelated to the Debtors: Acxiom Corp.; AOL LLC; Archon Group, LP; Atari Inc.; Besam; Bose Corp.;

Broward County; Bush Industries, Inc.; Business Objects; Canon USA Inc.; Charlotte Observer; Checkpoint System Inc.; Children's Hospital Los Angeles; Coca Cola Enterprises Inc.; Cousins Properties; Digital Innovations LLC; DIRECTV, Inc.; Eaton Corp.; Fox Broadcasting Co.; General Instruments; Hamilton Beach Brands, Inc.; IKON Office Solutions, Inc.; Island Packet; LG Electronics USA, Inc.; Manufacturers & Traders Trust Co.; McClatchy Co.; Merchant Equity; Motorola Inc.; Myrtle Beach Sun News; Oracle Credit Corp.; Oracle USA, Inc.; Polaroid; Polk Audio Inc.; Public Service of North Carolina; Samsonite; Seagate Technology LLC; Sega; Source Interlink Media, LLC; Targus Inc.; Texas Instruments Inc.; Time Warner Cable; Turner Broadcasting System, Inc.; United Parcel Service, Inc.; UPS Ground Freight, Inc.; and Virgin Mobile.

7. Additionally, McGuireWoods employs over 900 attorneys, has a large and diversified law practice, and may presently represent or in the future represent certain creditors of the Debtors and/or other parties in interest in matters unrelated to either the Debtors or the Debtors' bankruptcy cases. McGuireWoods has obtained and/or will obtain any necessary conflict waivers from such creditors and/or other parties in interest and McGuireWoods has a

waiver from the Debtors for such representations, such that it will not affect McGuireWoods' representation of the Debtors in these bankruptcy cases.

8. Except as otherwise set forth herein, McGuireWoods (a) does not have any connection with the Debtors or their affiliates, their creditors, the U.S. Trustee or any person employed in the Office of the U.S. Trustee, or any other party in interest, or their respective attorneys and accountants, (b) is a "disinterested person," as that term is defined in section 101(14) of the Bankruptcy Code, and (c) does not hold or represent any interest adverse to the estates.

9. The Firm will continue to comply with its ongoing duty under Bankruptcy Code section 327 and Bankruptcy Rule 2014 and will notify the Court if any actual or potential conflict, relationship, or connection arises. In that regard, the Firm will continue to conduct further due diligence and research of its client databases and inquiries of its attorneys and will file additional supplemental declarations regarding its retention, to the extent necessary.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

Executed on April 6, 2010 in Richmond, Virginia.

/s/ Douglas M. Foley

Douglas M. Foley (VSB No. 34364)
Sarah B. Boehm (VSB No. 45201)
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Richmond, Virginia 23219
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EXHIBIT A

507 Northgate, LLC
553 Retail LLC
ACCO Brands Corp.
Acer America Corp
Actiontec
Active Media Services Inc
Activision
Acxiom Corp.
Add On Computer Peripherals
Adobe Systems
Aiptek Inc
AK Designs LLC
Alief ISD
Allsop Inc
Almo E-Commerce LLC
Amcor Sunclipse North America
American Bankers Insurance Co. of Florida
American Future Technology
Ameriwoods Industries
Amherst VF LLC
Amore Construction Co.
AOL LLC
Arapahoe County Treasurer
Archon Group, LP
Archos Inc
Arlington ISD
Associate Corporate Regency Centers
Atari Inc.
Atlantic Inc
Averatec Inc
Baldwin, Vance
Barcode Inc.
Baybrook MUD 1
BB Fonds International 1 USA, LP
Belleville News-Democrat
Bellingham Herald
Bell'O International Corp.
Beltronics USA, Inc.
Benson Co., Inc.
Besam
Best Tone Associates Ltd.
Biloxi Sun Herald
Bissell Homecare
Bobinski, Alexander H
Bose Corp

Bradenton Herald
Brazoria County
Brazoria County MUD #6
Brickell
Broward County
Bulldog Rack Co.
Burleson ISD
Bush Industries, Inc.
Business Objects
Cafaro Northwest Partnership
Cameron Bayonne, LLC
Cameron County
Canon USA Inc
CapTech Ventures, Inc.
Card, Jonathan
Caribbean Display & Construction, Inc.
Case Logic Inc
CC Joliet Trust
CC Plaza Joint Venture, LLP
Cello Partnership
Centon Electronics Inc
Centre at 38th St TIC, LLC
Centre Daily Times (State College)
CG Holdings
Charlotte Observer
Checkpoint System Inc
Chelmsford Realty Associates
Children's Hospital Los Angeles
Ching Wei Telecom Co.
CIT Group Commercial Services
City Portfolio TIC, LLC
Clear Creek ISD
Cobra Electronics
Coca Cola Enterprises Inc
Cohen, Savitri
Cohesion Products Inc.
Cokem International
Colorado Structures, Inc., dba CSI Construction Co.
Columbia State
Columbus Ledger-Enquirer
COMSYS Information Technology Services, Inc.
Condan Enterprises, LLC
Connexion Technologies
Contel Electronics Co.
Cousins Properties
CP Management Corp.
CRA Acquisition Co.

Creative Labs
Creative Realty Management
Crowe Horwath LLP
Curtis International
Cushman & Wakefield
Cyber Acoustics
CyberPower Systems
D&H Distributing Co
DeHart Holdings
Delphi Product and Service
Dennco
Denon
Descanso TIC, LLC
DFS Services LLC
Digital Blue
Digital Innovations LLC
Direct TV Inc
Directed Electronics Inc
DIRECTV, Inc.
Ditan Distribution LLC
Douglass, J Scott
DSI Systems Inc
Dudley Mitchell Properties TX, LLC
Dunwell, Donovan
DXG Technology USA
Eaon Communications Corp
East Brunswick VF LLC
Eaton Corp.
EB Carlson Markting
EBC Marketing Inc
Eidos Interactive
Electra-Craft Inc
Energizer Battery Co.
Engineered Structures, Inc.
Envision Peripherals, Inc.
Excel Best Industries Ltd
Expesite LLC
FCMA, LLC
Federal Warranty Service Corp.
First International Computer of America
FM Facility Maintenance, f/k/a IPT, LLC
Fort Worth Star-Telegram
Four Star International Trade
Fox Broadcasting Co.
Frederick Seibel Revocable Trust
Fresno Bee
FT Orchard LLC

Fujikon Industrial Co. Ltd
Fujitsu Ten Corp of America
Funai Corp Inc
Funches, Dwaine
General Instruments
Genius Products
Gentry, Robert
Goldenberg Group
Good Mind Industries Co Ltd
Goodman Enterprises
Greater Orlando Aviation Authority
Guidecraft USA
Haier America Trading LLC
Hain Capital Group
Hallaian, Harry, Lilly, Leon and Ruby
Hamilton Beach Brands, Inc.
Hauppauge Computer Works, Inc.
Hernandez, Jack
Hillson Electric, Inc.
Horizon USA
Idaho Statesman
Ideal Technology, Inc.
IKON Office Solutions, Inc.
Imagination Entertainment
Imitation Corporation
Industriaplex, Inc.
InfoPrint Solutions Co.
Ingram Entertainment
Interactive Toy Concepts
Iron Mountain Information Management, Inc.
Island Packet
Itouchless Housewares & Products, Inc
Jack of All Games
John Rohrer Contracting Co., Inc.
JVC
Kansas City Star
KB Columbus I-CC, LLC
Kessigner, Charles L. and Jack
Konami Digital Entertainment America
Korea Export Insurance Corp
Lang Construction, Inc.
Lexington Herald-Leader
Lexington Richmond LLC
LG Electronics USA, Inc.
Liquidity Solutions Inc
Lowepro USA
LumiSource, Inc.

Macon Telegraph
Mad Catz, Inc.
Madcow International Group
Magellan Navigation
Majesco Entertainment Co
Majesco Sales, Inc.
Mannix, John B.
Manufacturers & Traders Trust Co.
McClatchy Co.
McKinley, Inc.
Merced Sun Star
Merchant Equity
Metra Electronics
Miami Herald
Micro Products Distributors
Midland Radio Corp
Mills & Nebraska
Miner Corp.
Minnite, Judith Rae and Pat
Minwa Electronics Co Ltd
Mio Technology USA
Mitex Corp
Mizco International
MLO Appliance
Modesto Bee
Monarch Alternative Capital LLP
Motion Systems
Motorola Inc
Myrtle Beach Sun News
Namsung America Inc
Nautic Partners
NBT Bank, N.A
Netgear Inc
New Age Electronics
Nextar, Inc.
Nintendo Hardware
Nyko Technologies Inc
Olympian
Oracle Credit Corp.
Oracle USA, Inc.
Pan Digital
Panattoni Construction, Inc.
Parago, Inc.
Parrot Inc
Pension Benefit Guaranty Corp.
Petters
Philips Lighting Co

Phillips International
Photoco, Inc.
PIMA County
Plain Dealer
Platform-A Inc
Platinum Disc Corp
PM Construction, Inc.
PNY Technologies, Inc.
Polaroid
Polk Audio Inc
Procare International Co.
Proctor & Gamble Distributing Co
Proview Tech
Public Service of North Carolina
Pure Digital Technologies Inc
R Pac International Corp.
Redline Studio
Retail Vision
RMRG Portfolio TIC, LLC
RTS Marketing, Inc.
S.J. Collins Enterprises
Sacramento Bee
Salamander Designs
Salem Rockingham LLC
Samsonite
San Luis Obispo Tribune
Sanford LP
Sanwen International Co Lts
SAP Retail, Inc.
Saul Holdings LP
Schottenstein Property Group, Inc.
Schwartz, Zoltan and Anna
SDI Technologies Inc
Seagate Technology LLC
Sega
Shelby Properties TX, LLC
Sherwood America, Inc.
Shimenti Construction Co., LLC
Siebel Marketing Group
Siebel, Frederick Jr.
Siebel, Frederick Sr.
Siebel, Gretchen
Siegel, Alfred
Signature Home Furnishing
Sima Products Corp.
Sirius XM
Smart Micro USA

Smartparts, Inc
SMR Gateway III, LLC
Source Interlink Media, LLC
Southpeak Interactive
SP Richards Co
Spiderwear
SR Weiner & Associates Inc.
Stephen Gould Corp
Sun Belt General Contractors, Inc.
Sureway, Inc.
SVG Distribution
Symantec Corp
Synnex Corp.
T.D. Farrell Construction Inc.
Tacoma News Inc.
Take Two Interactive
Tamrac Inc
Targus Inc.
Teledynamics LLP
Ten Tronics Co. Ltd
Texas Instruments Inc.
The Warranty Group
Thirty & 141, LP
Thomson Multimedia Inc
TI PI Texas, LLC
Time Warner Cable
TIVO Inc
TPG Management Inc.
Tracfone Wireless Inc
Tri-City Herald
Trigem USA Inc
Tritornics Inc.
Turner Broadcasting System, Inc.
Union Square Retail Trust
United Independent School District
United Parcel Service, Inc.
United Service Protection, Inc.
United States Debt Recovery LLC
Universal Fixtures & Display
Universal Studios Home Entertainment
UPS Ground Freight, Inc.
US Luggage Co
US Music Corp.
UTC I, LLC
Velocity Micro Inc.
Virgin Mobile
Vonage Marketing Inc.

Vontech
Vonwin Capital Management
Wanslee, Madeleine C.
Washington Corner, LP
Watt Companies
Wayne VF LLC
Weeks Properties
Wireless Solutions LLC
Woodlawn Trustees, Inc.
Ziegler Companies LLC

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